

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: DOMESTIC DRYWALL
ANTITRUST LITIGATION**

**MDL No. 2437
13-MD-2437**

THIS DOCUMENT RELATES TO:

ALL DIRECT PURCHASER ACTIONS

**DIRECT PURCHASER PLAINTIFFS' MOTION FOR
PRELIMINARY APPROVAL OF PROPOSED SETTLEMENTS WITH
TIN, INC., USG CORP., UNITED STATES GYPSUM CO., AND L&W SUPPLY
CORP. AND AUTHORIZATION TO DISSEMINATE NOTICE
TO THE SETTLEMENT CLASSES**

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, Direct Purchaser Plaintiffs Sierra Drywall Systems, Inc., Janicki Drywall, Inc., New Deal Lumber & Millwork Co., and Grubb Lumber Co., Inc. (collectively, "Plaintiffs") hereby move for an Order granting preliminary approval of separate settlements reached between Plaintiffs and (a) Defendant TIN, Inc. ("TIN"); and (b) Defendant USG Corporation, Defendant United States Gypsum Company, and USG Corp.'s subsidiary L&W Supply Corporation (collectively, "USG"). The terms of the settlements are memorialized in Settlement Agreements executed by the parties on February 11, 2015.

Plaintiffs respectfully move for Preliminary Approval Orders provisionally certifying the TIN and USG Settlement Classes and finding that the proposed settlements with TIN and USG are sufficiently fair, reasonable, and adequate to allow dissemination of notice of the settlements to potential members of the Settlement Classes and:

1. approving Kurtzman Carson Consultants LLC to serve as settlement administrator for the purpose of issuing notice to the Settlement Classes;

2. approving the mailed and publication forms of notice of the TIN and USG Settlements (“Notices”);
3. ordering each Defendant to provide Interim Co-Lead Counsel with the names and addresses of any person or entity that purchased Wallboard directly from it from January 1, 2012 through November 30, 2014, to the extent not already provided;
4. directing dissemination of the Notices;
5. establishing a deadline for filing a motion for final approval of the TIN and USG Settlements and Interim Co-Lead Counsel’s request to use a portion of the respective Settlement Funds to pay ongoing litigation expenses;
6. establishing a deadline for seeking exclusion from one or both of the Settlement Classes;
7. establishing a deadline for filing objections to either Settlement; and
8. scheduling a hearing on final approval of the TIN and USG Settlements.

This motion is made on the ground that the Settlements—for a combined \$44,500,000 and requiring TIN and USG to cooperate with Plaintiffs in their continued prosecution of the lawsuit—is sufficiently fair, reasonable, and adequate to allow dissemination of notice to the Settlement Classes, thereby satisfying the requirements of Rule 23(e) of the Federal Rules of Civil Procedure. In support of this motion, Plaintiffs respectfully submit their Memorandum in Support of Direct Purchaser Plaintiffs’ Motion for Preliminary Approval of Proposed Settlements with TIN, Inc., USG Corporation, United States Gypsum Company, and L&W Supply Corporation, for Certification of Settlement Classes, and Authorization to Disseminate Notice to the Settlement Classes; the TIN Settlement Agreement; and the USG Settlement Agreement.

Dated: February 12, 2015

Respectfully submitted,

/s/ H. Laddie Montague, Jr.

H. Laddie Montague, Jr.
Ruthanne Gordon
Michael C. Dell'Angelo
Candice J. Enders
BERGER & MONTAGUE, P.C.
1622 Locust Street
Philadelphia, PA 19103
Tel: (215) 875-3000
Email: hlmontague@bm.net
rgordon@bm.net
mdellangelo@bm.net
cenders@bm.net

/s/ Jeffrey J. Corrigan

Eugene A. Spector
Jeffrey J. Corrigan
Rachel E. Kopp
Jeffrey L. Spector
SPECTOR ROSEMAN
KODROFF & WILLIS, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Tel: (215) 496-0300
Email: espector@srkw-law.com
jcorrigan@srkw-law.com
rkopp@srkw-law.com
jspector@srkw-law.com

/s/ Kit A. Pierson

Kit A. Pierson
Brent W. Johnson
David A. Young
COHEN MILSTEIN
SELLERS & TOLL PLLC
1100 New York Ave., NW, Suite 500
Washington, DC 20005
Tel: (202) 408-4600
Email: kpierson@cohenmilstein.com
bjohnson@cohenmilstein.com
dyoung@cohenmilstein.com

Interim Co-Lead Counsel for the Direct Purchaser Plaintiffs